

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF OHIO  
WESTERN DIVISION (TOLEDO)**

HOWARD FRANK, Individually and On Behalf	:	
Of All Others Similarly Situated,	:	Civil Action No. 3:05-cv-07393-JGC
	:	
Plaintiff,	:	Class Action
	:	
vs.	:	CHIEF JUDGE JAMES G. CARR
	:	
DANA CORPORATION, et al.,	:	
	:	
Defendants.	:	
	:	

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**DECLARATION OF ANTHONY L. PACCIONE**

I, ANTHONY L. PACCIONE, hereby declare as follows:

1. I am a member of the law firm of Katten Muchin Rosenman LLP, attorneys for Defendants Michael J. Burns and Robert C. Richter in the above-captioned action. I have been admitted pro hac vice to the Bar of this Court in this action.
2. I am submitting this Declaration in support of Defendants' Renewed Motion to Dismiss the Consolidated Complaint dated August 15, 2006 and filed herein (the "Complaint").
3. In particular I have attached to this Declaration true and correct copies of (1) the Complaint; (2) relevant pages of public financial statements filed with the SEC by Dana Corporation ("Dana"); (3) relevant press releases issued by Dana; (4) portions of transcripts of Dana's earnings conferences; and (5) unpublished cases cited in Defendants' Memorandum of Law in Support of Their Renewed Motion To Dismiss the Consolidated Class Action Complaint, dated April 1, 2009 and submitted herewith.

4. All of Exhibits A through W and GG attached hereto and listed below were previously submitted as exhibits in Defendants' Initial Motion To Dismiss the Consolidated Class Action Complaint, dated October 16, 2006.

<u>Exhibit</u>	<u>Description</u>
A	Consolidated Class Action Complaint dated August 15, 2006.
B.	Relevant pages of Dana's 2005 Form 10K, filed with the Securities and Exchange Commission ("SEC") on April 27, 2006.
C.	<i>"Dana Files for Chapter 11 Protection: 4th Auto-Parts Firm to File in 13 Months"</i> , <u>Chicago Tribune</u> , March 4, 2006, at p 3.
D.	Relevant pages of Dana's 2004 Form 10K, filed with the SEC on March 9, 2005.
E.	Relevant pages of Dana's 2003 Form 10K, filed with the SEC on February 25, 2004.
F.	Relevant pages of Dana's 2004 First Quarter Form 10Q, filed with the SEC on April 29, 2004.
G.	Relevant pages of Dana's 2004 Second Quarter Form 10Q, filed with the SEC on July 26, 2004.
H.	Relevant pages of Dana's 2004 Third Quarter Form 10Q, filed with the SEC on November 9, 2004.
I.	Relevant pages of Dana's 2005 First Quarter Form 10Q, filed with the SEC on May 6, 2005.
J.	Relevant pages of Dana's 2005 Second Quarter Form 10Q, filed with the SEC on July 29, 2005.
K.	Relevant pages of Dana's 2005 Third Quarter Form 10Q filed with the SEC on December 30, 2005.
L.	Press Release issued by Dana on April 21, 2004.
M.	Press Release issued by Dana on July 21, 2004.
N.	Press Release issued by Dana on October 20, 2004.

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| O.  | Press Release issued by Dana on February 23, 2005.  |
| P.  | Press Release issued by Dana on April 20, 2005.   |
| Q.  | Press Release issued by Dana on July 20, 2005.  |
| R.  | Relevant pages of transcript of Dana earnings conference call on April 21, 2004.              |
| S.  | Relevant pages of transcript of Dana earnings conference call on July 21, 2004                |
| T.  | Relevant pages of transcript of Dana earnings conference call on October 20, 2004.            |
| U.  | Relevant pages of transcript of Dana earnings conference call on February 23, 2005.           |
| V.  | Relevant pages from transcripts of earnings conference calls given by Dana on April 20, 2005. |
| W.  | Relevant pages of transcript of Dana earnings conference call on July 20, 2005.               |
| GG. | Dana's 2004 10-K/A, filed with the SEC on December 30, 2005.                                  |

5. In addition, the following cases, which are only available online and cited in Defendants' Memorandum of Law, are attached for the Court's convenience in alphabetical order:

<u>Exhibit</u>	<u>Description</u>
X.	<u>Amalgamated Bank v. Coca Cola</u> , 2006 WL 2818973 (N.D. Ga. Sept. 29, 2006).
Y.	<u>Berlin Fin. Ltd. v. MPW Indus. Servs. Group, Inc.</u> , 2008 WL 161309 (S.D. Ohio Jan. 15, 2008).
Z.	<u>In re Apple Computer, Inc.</u> , 127 Fed. Appx. 296 (9th Cir. 2005).
AA.	<u>In re Century Bus. Servs. Sec. Litig.</u> , 2002 WL 32254513 (N.D. Ohio June 27, 2002).
BB.	<u>In re Duane Reade Inc. Sec. Litig.</u> , 2003 WL 22801416 (S.D.N.Y. Nov. 25, 2003).
CC.	<u>In re Loral Space &amp; Communications, Ltd. Securities Litigation</u> , 2004 WL 376442 (S.D.N.Y. Feb. 27, 2004).

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| DD. | <u>In re Skechers U.S.A., Inc. Sec. Litig.</u> , 273 Fed. Appx. 626 (9th Cir. 2008).         |
| EE. | <u>In re Tibco Software, Inc.</u> , 2006 WL 1469654 (N.D. Cal. May 25, 2006).                |
| FF. | <u>Key Equity Investors, Inc. v. Sel-Leb Mktg. Inc.</u> , 246 Fed. Appx. 780 (3d Cir. 2007). |

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 1st day of April, 2009.



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Anthony L. Paccione, Esq.